



Riverstone Credit  
Opportunities Income Plc

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

It contains proposals relating to Riverstone Credit Opportunities Income Plc (the “**Company**”) on which you are being asked to vote. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your independent financial adviser, stockbroker, bank manager, solicitor, accountant, or from another appropriately qualified and duly authorised independent adviser, and if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Riverstone Credit Opportunities Income Plc, please send this document and the accompanying documents at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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## **RIVERSTONE CREDIT OPPORTUNITIES INCOME PLC**

(Incorporated in England and Wales with company number 11874946 and  
registered as an investment company under section 833 of the Companies Act 2006)

### **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting to be held at 2.00 p.m. (BST) on Wednesday, 18 May 2022 at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG is set out at the end of this document.

Shareholders are requested to return the Form of Proxy accompanying this document for use at the Annual General Meeting. To be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, not later than 2.00 p.m. (BST) on Monday, 16 May 2022. Alternatively, Shareholders may submit proxies electronically not later than 2.00 p.m. (BST) on Monday, 16 May 2022 using the Link Share Portal Service at [www.signalshares.com](http://www.signalshares.com).

Your attention is drawn to the letter from the Chairman of Riverstone Credit Opportunities Income Plc, which is set out in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the section entitled “Action to be Taken” on page 4 of this document.



# PART I

## LETTER FROM THE CHAIRMAN

## RIVERSTONE CREDIT OPPORTUNITIES INCOME PLC

(Incorporated in England and Wales with company number 11874946 and registered as an investment company under section 833 of the Companies Act 2006)

Directors:	Registered Office:
Mr Reuben Jeffery, III (Chairman)	27-28 Eastcastle Street
Ms Emma Davies	London
Mr Edward Cumming-Bruce	W1W 8DH

4 April 2022

## ANNUAL GENERAL MEETING

Dear Shareholder,

### INTRODUCTION

The third Annual General Meeting of the Company will be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG on Wednesday, 18 May 2022 at 2.00 p.m. (BST). The business to be considered at the Annual General Meeting is contained in the Notice of Annual General Meeting beginning on page 9 of this document. A brief explanation of each of the Resolutions to be considered is set out below.

This letter explains the business to be considered at the Annual General Meeting and includes a recommendation that you vote in favour of the resolutions set out in the notice of the Annual General Meeting.

The Board expects that Shareholders should be able to attend the Annual General Meeting in person. However, given the potential for additional COVID-19 restrictions to be imposed on short notice, the Company urges Shareholders to vote by proxy and to appoint the chairman of the meeting as their proxy for that purpose. The lodging of the Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you so wish (subject to the status of any COVID-19 related restrictions on public meetings at the relevant time).

The Company will continue to monitor the situation in relation to COVID-19. If it becomes necessary or appropriate to revise the arrangements for the AGM, further announcements will be made and information will be made available on our website at <https://www.riverstonecoi.com/>.

## THE ANNUAL GENERAL MEETING

### Ordinary Resolutions

#### Resolution 1:

The Directors must lay the annual audited financial statements for the financial period ending 31 December 2021 and the reports of the Directors and the Auditor thereon before Shareholders, and the Shareholders will be asked to receive and consider the financial statements and the reports ("Annual Report and Accounts").

#### Resolution 2:

Shareholders will be asked to receive and approve the Directors' Remuneration Report for the financial period ended 31 December 2021. The Directors' Remuneration Report is set out in full on pages 33-35 of the Annual Report and Accounts, copies of which can be viewed on the Company's website at [www.riverstonecoi.com](http://www.riverstonecoi.com) and hard copies are available to Shareholders on request. The vote on the Directors' Remuneration Report is advisory in nature and does not affect the actual remuneration paid to any Director.

### **Resolution 3:**

Shareholders will be asked to receive and approve the Directors' Remuneration Policy which is set out in full on page 33 of the Directors' Remuneration Report contained within the Annual Report and Accounts.

The Directors' Remuneration Policy sets out the Company's policy with respect to the making of remuneration payments and payments for loss of office to Directors and it is intended to take effect immediately following its approval at the Annual General Meeting. The vote on the Directors' Remuneration Policy is binding since, in general terms, once the Directors' Remuneration Policy becomes effective, the Company will only be able to make a remuneration payment to a current or a prospective Director or a payment for loss of office to a current or past Director if that payment is either consistent with the Directors' Remuneration Policy or, if it is inconsistent with the Directors' Remuneration Policy, is approved by a separate Shareholder resolution. Shareholders should note that, as the Company has only non-executive Directors (and the Articles impose a limit on the aggregate remuneration payable to Directors) the Directors' Remuneration Policy is necessarily limited in scope.

### **Resolutions 4 and 5:**

Shareholders will be asked to confirm the appointment of Ernst & Young LLP as Auditor until the conclusion of the next annual general meeting due to be held in 2023 and to grant authority to the Board to determine their remuneration. Ernst & Young LLP have indicated their willingness to continue in office. Accordingly, Resolution 4 appoints Ernst & Young LLP as Auditor to the Company and Resolution 5 authorises the Directors to fix their remuneration.

### **Resolutions 6 to 8 (inclusive):**

In accordance with the Articles and corporate governance best practice as set out in the AIC Code of Corporate Governance, all Directors will retire from office at the Annual General Meeting. Each Director has offered himself or herself to stand for re-election. Each Director re-elected will hold office until the conclusion of the next annual general meeting due to be held in 2023 unless in the meantime he or she retires or ceases to be a Director in accordance with the Articles, by operation of law or until he or she resigns.

Following a performance evaluation of the Directors, the Board believes that each Director standing for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. Biographical details of all the Directors standing for re-election appear on pages 28-29 of the Annual Report and Accounts.

### **Resolution 9:**

Shareholders will be asked to grant the Directors authority to offer a scrip dividend alternative to Shareholders in respect of any financial period ending on or before the third annual general meeting of the Company. This authority would allow the Board to provide Shareholders with the opportunity to receive future dividends wholly or partly in the form of new Ordinary Shares in the Company, rather than cash. Providing such an alternative may enable certain Shareholders to increase their holdings of Ordinary Shares in the Company in a more cost-effective manner. Specific details, including pricing information, relating to any scrip dividend proposed by the Directors will be provided to Shareholders at the relevant time. Any scrip dividend alternative offered by the Company would only be offered in accordance with the restrictions relating to retention of income which apply as a condition of the Company's continuing status as an investment trust under section 1158 of the Corporation Tax Act 2010.

### **Resolution 10:**

The authority given to the Directors to allot further equity securities in the capital of the Company and to grant rights to subscribe for or to convert any security into equity securities for any purpose requires the prior authorisation of the Shareholders in a general meeting under section 551 of the Companies Act. Upon the passing of Resolution 12, the Directors will have authority to allot equity securities up to an aggregate nominal amount of US\$305,151.28 which is approximately one-third of the Company's current issued Ordinary Share capital as at 29 March 2022, being the latest practicable date before the publication of this document.

The authority will expire immediately following the annual general meeting in 2023, or on the date which falls 15 months after the date on which Resolution 12 is passed, whichever is the earlier but, in each case, during this period the Company may make offers and enter into agreements which would or might require equity securities to be allotted or rights to subscribe for or convert securities into equity securities to be granted after the authority ends and the Board may allot equity securities or grant rights to subscribe for or convert securities into equity securities under any such offer or agreement as if the authority had not ended.

The Directors intend to continue to seek to renew this authority at each annual general meeting, in accordance with current best practice.

### **Resolution 11:**

The Board wishes to take this opportunity to propose certain changes to the Company's existing published investment policy (the "Proposed Changes"). The adoption of the Proposed Changes, which are described in more detail in Part II of this document and are set out in full in Part III of this document are conditional upon Shareholder approval at the annual general meeting.

## Special Resolutions

### Resolutions 12 and 13:

If the Directors wish to exercise the authority under Resolution 10 and allot and issue equity securities and/or grant rights to subscribe for or to convert any security into equity securities (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the Companies Act requires that, unless Shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new equity securities must be offered first to existing Shareholders in proportion to their existing shareholdings in accordance with the provisions set out in the Companies Act. In certain circumstances, it may be in the best interests of the Company to allot new equity securities (or to grant rights over or to subscribe for or to convert any security into equity securities) for cash, or to sell treasury shares for cash, without first offering them to existing Shareholders in proportion to their holdings.

Resolution 12 would authorise the Directors to allot equity securities for cash (or to sell treasury shares for cash) by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities made in favour of existing Shareholders in proportion to their shareholding (subject to certain exclusions).

Resolution 13 would allow the Directors to allot new equity securities (or to grant rights over or to subscribe for or to convert any security into equity securities) for cash, or to sell treasury shares for cash, without the pre-emption rights of existing Shareholders applying in respect of such allotment, in respect of equity securities up to an aggregate nominal value of US\$91,545.38 (which is equivalent to 10 per cent. of the issued Ordinary Share capital of the Company on 29 March 2022 (being the latest practicable date prior to the printing of this document)).

The authorities granted under Resolutions 12 and 13 will expire immediately following the annual general meeting in 2023, or on the date which falls 15 months after the date on which the relevant Resolution is passed, whichever is the earlier.

The Directors do not currently intend to allot shares pursuant to the authorities provided under Resolutions 12 and 13.

In accordance with the provisions of the Listing Rules with which the Company has agreed voluntarily to comply, any non-pre-emptive issue of shares will be priced at or above the Company's then prevailing net asset value per Ordinary Share unless prior Shareholder approval is obtained.

### Resolution 14:

As part of the Company's discount management arrangements, the Directors are seeking to renew the Company's authority to purchase from time to time its own shares in the market up to 13,722,652 Ordinary Shares (equivalent to 14.99 per cent. of the Ordinary Shares in issue (excluding shares held in treasury) as at 29 March 2022, being the latest practicable date prior to the date of publication of this document) either for cancellation or to hold as treasury shares for future resale or transfer.

Purchases will only be made in the market at prices at or below the prevailing net asset value per Ordinary Share in circumstances in which the Directors believe such purchases should result in an increase in the net asset value per Ordinary Share of the remaining Ordinary Shares or as a means of addressing any imbalance between the supply of, and demand for, Ordinary Shares.

The Board intends to seek renewal of this authority at subsequent annual general meetings, in accordance with current best practice.

As at 29 March 2022, being the latest practicable date before the publication of this document, the Company held no equity securities in treasury.

### Resolution 15:

Resolution 15 is a resolution to allow the Company to call general meetings (other than the Company's annual general meeting) on 14 clear days' notice.

Under the Companies (Shareholders' Rights) Regulations 2009 and the Companies (Shareholders Rights to Voting Confirmations) Regulations 2020, traded companies such as the Company must provide 21 clear days' notice of a general meeting, unless, amongst other things, shareholders approve the holding of general meetings on 14 clear days' notice on an annual basis. The Company does not intend to use this shorter notice period as a matter of routine for such meetings, but is seeking the flexibility to do so where merited by the business of the meeting in question and where the Board considers it to be in the best interests of Shareholders as a whole.

## ACTION TO BE TAKEN

### Form of Proxy

You will find enclosed the Form of Proxy for use at the Annual General Meeting. Given the potential for additional COVID-19 restrictions to be imposed on short notice, the Company urges you to vote by proxy at the Annual General Meeting and to appoint the chairman of the meeting as your proxy for that purpose. To be valid, the Form of Proxy must be completed in accordance with the instructions printed on it and lodged with Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible and, in any event, not later than 2.00 p.m. (BST) on Monday, 16 May 2022. Alternatively, Shareholders may submit proxies electronically not later than 2.00 p.m. (BST) on Monday, 16 May 2022 using the Link Share Portal Service at [www.signalshares.com](http://www.signalshares.com).

The lodging of the Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you so wish (subject to the status of UK Government restrictions on public meetings at the relevant time). If you have any queries relating to the completion of the Form of Proxy, please contact Link Group, by post at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; by telephone on UK: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Link Group can only provide information regarding the completion of the Form of Proxy and cannot provide you with investment or tax advice.

A quorum for the Annual General Meeting consisting of two Shareholders present (in person or by attorney or proxy or, in the case of a corporation Shareholder, by a duly appointed representative) and entitled to vote is required for the Annual General Meeting.

Resolutions 1 to 11 are proposed as ordinary resolutions, which, on a poll, require a simple majority of more than 50 per cent of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

Resolutions 12 to 15 are proposed as special resolutions, which, on a poll, require not less than 75 per cent. of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

## RECOMMENDATIONS

The Board considers that the proposals and subjects of the Resolutions are in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders, as those Directors who own shares in the Company intend to do so in respect of their own beneficial holdings, to vote in favour of the Resolutions. You are urged to complete and return the enclosed Form of Proxy without delay.

Yours faithfully



**REUBEN JEFFERY, III**  
Chairman

## PART II

### PROPOSED CHANGES TO THE COMPANY'S INVESTMENT POLICY

The Company was established with the investment objective of generating consistent shareholder returns, predominantly in the form of income distributions, principally by making senior secured loans to energy-related businesses.

Since the Company's IPO in 2019, it has made good progress towards this objective. In spite of the challenges faced by the energy industry during this period and the additional pressures arising from Covid-19 and related events in 2020 and 2021, the Company declared dividends equal to 7 cents per Ordinary Share with respect to the years ended 31 December 2020 and 2021 (in addition to the dividend of 2.57 cents per Ordinary Share paid in relation of the period ending 31 December 2019). The Company's Net Asset Value per Ordinary Share has also increased during this period, from US\$0.98 at IPO to US\$1.02 as at 31 December 2021.

Since IPO, the Company has also benefitted from being part of the Riverstone Credit Platform, which gives Riverstone Investment Group LLC (the "Investment Manager") line of sight across the whole value chain within the energy sector. Significant change is taking place in this sector, which is generating attractive investment opportunities in businesses focused on decarbonising the sector, as well as adjacent sectors such as industrials and agriculture. The Investment Manager and the Board are excited by this energy transition theme and are seeing many attractive investment opportunities in this area.

The Investment Manager believes that, in the context of an accelerating global transition to low-carbon energy, an investment strategy which focuses primarily on conventional and renewable energy infrastructure, infrastructure services and energy transition assets can generate attractive risk-adjusted returns for Shareholders. The Investment Manager expects the renewable energy, decarbonisation and sustainable infrastructure (including recycling and carbon sequestering) sectors will continue to develop and that a significant portion of the future growth in the Company's portfolio is likely to come from investing in entities operating in or adjacent to these areas.

Accordingly, after careful consideration and consultation with the Investment Manager, the Board is proposing certain Proposed Changes to the Company's investment policy to clarify the Company's investment mandate and facilitate the implementation of a modified investment strategy for the Company. The key effect of the Proposed Changes will be to clarify that the Company's definition of "borrowers operating in the energy sector" (to whom the Company may extend loans in accordance with the investment policy), includes, amongst others:

- borrowers engaged in (or which are involved in a business related or complementary to) building infrastructure and providing infrastructure services to generate, transport, store and/or distribute both renewable and conventional sources of energy; and
- borrowers engaged in (or which are involved in a business related or complementary to) energy transition, which the Proposed Changes clarify refers to the pathway toward transformation of the global energy sector from fossil-based to zero-carbon and may include activities relating to decarbonizing the energy, industrial and agriculture sectors, building sustainable infrastructure in energy and energy-adjacent sectors, or reducing or sequestering carbon emissions.

Whilst the Investment Manager will remain prudent in deciding which investments to pursue, the Board and the Investment Manager believe that amending the investment policy in this way will help the Company to continue to meet its investment objectives and respond to developments in the changing market in which it operates.

The Proposed Changes also have the benefit of aligning the Company's investment policy with that adopted by Riverstone Credit Partners III, L.P. ("RCP III"), which launched formally on March 3, 2022, in order to ensure that the Company can continue to take advantage of attractive investment opportunities made available to RCP III and retains the ability, where appropriate, to make investments alongside RCP III and the wider Riverstone Credit Platform.

In addition, the Proposed Changes will enhance the ability of the Investment Manager to implement in respect of the Company the Environmental, Social and Governance ("ESG") programme which is at the core of its activities. The Investment Manager and the Board have made the proactive implementation of ESG initiatives one of their highest priorities. The Investment Manager follows Riverstone's ESG policy, which has been developed giving consideration to a range of standards, including the United Nations Principles for Responsible Investment and the American Investment Council Guidelines for Responsible Investing. The Proposed Changes reflect key facets of Riverstone's wider approach to ESG, including its aims of broadening its platform within a growing number of renewable and decarbonisation investments and making climate change – in particular the reduction of Riverstone portfolio companies' impact on climate change – a core pillar to its investment thesis.

The Proposed Changes are set out in full in Part III of this document.

## PART III

### AMENDED INVESTMENT POLICY

The Company will seek to achieve its investment objective through investing in a diversified portfolio of direct and indirect investments in loans, notes, bonds and other debt instruments, including convertible debt, issued by entities (“Borrowers”) operating in the energy sector, including entities engaged in (or which are involved in a business related or complementary to) building infrastructure and providing infrastructure services to generate, transport, store and/or distribute both renewable and conventional sources of energy, as well as entities focused on or otherwise engaged in (or which are involved in a business related or complementary to) energy transition (“Loans”).

For these purposes, “energy transition” refers to the pathway toward transformation of the global energy sector from fossil-based to zero-carbon and may include activities relating to decarbonizing the energy, industrial and agriculture sectors, building sustainable infrastructure in energy and energy-adjacent sectors, or reducing or sequestering carbon emissions.

The Company may also invest in warrants or other equity interests or instruments received in connection with (for example, stapled instruments), or as a consequence of (for example, due to a workout, refinancing or restructuring or mezzanine financing), an investment in Loans (collectively “Related Equity Interests”).

#### Investment restrictions

The Company will observe the following investment restrictions:

- no more than 15 per cent. of the Group’s Gross Assets will be exposed to any single Borrower, its parents, subsidiaries and/or sister subsidiary entities;
- no less than 85 per cent. of the Group’s Gross Assets will be invested directly or indirectly in aggregate, in cash and Loans which are secured as to repayment of principal and payment of interest by a first or second priority charge over some or all of such entity’s assets and cash;
- the Group will only invest in an underlying Borrower group, when that Borrower group has a total indebtedness (including the Group’s investment) of less than 60 per cent. of the Borrower group’s asset base;
- the Group will not invest in any undertaking in which Riverstone (or any fund or other investment vehicle managed or advised by Riverstone) has an equity interest, other than an undertaking in which the Group and one or more Other Riverstone Credit Funds (as defined below) hold, or will as a result of the relevant investment hold, Related Equity Interests acquired at substantially the same time as part of the same transaction or a series of linked transactions; and
- the maximum term of any investment made by the Group will be 7 years.

Each of these investment restrictions will be calculated and applied as at the time of investment.

Where a Loan involves multiple tranches of loans that may be funded at different points of time subject to the satisfaction of precedent conditions at the time, each unfunded tranche will not be taken into account for the purposes of complying with the investment restrictions.

In the event that any of the investment restrictions are breached as a result of the funding of a later loan tranche, the Company will take reasonable steps to address that breach, including, if appropriate, by selling a portion of the relevant investment.

In the event that any of the investment restrictions are otherwise breached at any point after the relevant investment has been made (for instance, as a result of any movements in the value of the Group’s Gross Assets), there will be no requirement to sell any investment (in whole or in part).

Where the Group holds its investments indirectly, including through one or more SPVs, the investment restrictions will be applied on a look through basis.

The Group will not invest in other listed or unlisted closed-ended investment funds.

The Group may invest alone, or may invest alongside Riverstone Credit Partners I, Riverstone Credit Partners II, Riverstone Credit Partners III or other funds with a substantially similar investment policy which are now, or in the future may be, managed or advised by Riverstone (or one or more of its affiliates) (“Other Riverstone Credit Funds”).



### **Borrowing and indebtedness**

The Group may incur indebtedness of up to a maximum of 30 per cent. of the Company's Net Asset Value, calculated at the time of drawdown, for the purposes of financing investments, share repurchases or working capital purposes.

Where indebtedness is incurred for investment purposes, the Group will target repayment of such indebtedness within 12 months of it being drawn down provided that any failure to repay in whole or in part shall not constitute a breach of the Investment Policy.

Intra-Group indebtedness will not be included in the calculation of the Group's indebtedness. Any indebtedness of any SPV through which the Group makes investments will not be included in the calculation of the Group's indebtedness for so long as either: (a) that indebtedness only has recourse to the assets of the SPV and does not have recourse to the other assets of the Group or other unrelated investments made by it; or (b) that indebtedness is owed to a member of the Group.

### **Cash management**

The Group's uninvested cash may be invested in cash instruments or bank deposits for cash management purposes.

### **Hedging and derivatives**

The Group may from time to time (but shall not be required to) enter into such hedging or other derivative arrangements as may, in the reasonable opinion of the Investment Manager, be considered appropriate for the purposes of efficient portfolio management (including without limitation for interest rate hedging purposes) and managing any exposure through its investments to currencies other than the U.S. dollar.

For the purposes of the investment policy, Riverstone Credit Partners III means "Riverstone Credit Partners III, L.P.". Capitalised terms not otherwise defined in the investment policy have the meanings given to them in the prospectus published by the Company dated 10 May 2019.

## PART IV

### DEFINITIONS

“**Annual General Meeting**” means the annual general meeting of the Company convened for 2.00 p.m. (BST) on Wednesday, 18 May 2022 (or any adjournment thereof), notice of which is set out at the end of this document;

“**Articles**” means the articles of association of the Company in force from time to time;

“**Auditor**” means the statutory auditor of the Company from time to time (currently Ernst & Young LLP);

“**Board**” or “**Directors**” (each a “**Director**”) means the board of directors of the Company from time to time;

“**Companies Act**” means The Companies Act 2006;

“**Company**” means Riverstone Credit Opportunities Income Plc;

“**Form of Proxy**” means the form of proxy for use at the Annual General Meeting;

“**Listing Rules**” means the Listing Rules of the Financial Conduct Authority;

“**Ordinary Shares**” means the ordinary shares of US\$0.01 in the capital of the Company issued and designated as “Ordinary Shares”, having the rights and being subject to such restrictions as contained in the Articles;

“**Resolutions**” (each a “**Resolution**”) means the resolutions to be proposed at the Annual General Meeting and contained in the notice of the Annual General Meeting; and

“**Shareholders**” (each a “**Shareholder**”) means the shareholders of the Company, whose name is entered in the share register as the holder of shares in the capital of the Company from time to time.

## NOTICE OF ANNUAL GENERAL MEETING

# RIVERSTONE CREDIT OPPORTUNITIES INCOME PLC

(the “Company”)

27-28 Eastcastle Street London W1W 8DH

(Incorporated in England and Wales with company number 11874946 and registered as an investment company under section 833 of the Companies Act 2006)

NOTICE is hereby given that the third Annual General Meeting of Riverstone Credit Opportunities Income Plc. (the “Company”) will be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG on Wednesday, 18 May 2022 at 2.00 p.m. (BST) to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions and special resolutions as set out below:

### Ordinary Resolutions

1. To receive and adopt the Report of the Directors and the audited accounts of the Company for the financial period ended 31 December 2021 together with the Independent Auditor's Report on those audited accounts (the “Annual Report and Accounts”).
2. To approve the Directors' Remuneration Report contained within the Annual Report and Accounts.
3. To approve the Directors' Remuneration Policy set out on page 33 of the Directors' Remuneration Report contained within the Annual Report and Accounts.
4. To appoint Ernst & Young LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting at which the Annual Report and Accounts are laid before the meeting.
5. To authorise the Board of Directors to determine the remuneration of Ernst & Young LLP.
6. To re-elect Reuben Jeffery, III as a Director of the Company.
7. To re-elect Emma Davies as a Director of the Company.
8. To re-elect Edward Cumming-Bruce as a Director of the Company.
9. **THAT**, the Directors of the Company are generally and unconditionally authorised to exercise the powers conferred upon them by Article 136 of the Articles of Association to offer Shareholders in the Company who have elected to receive them, an allotment of ordinary shares, credited as fully paid, instead of the whole or any part of any cash dividends paid by the Directors or declared by the Company in a general meeting (as the case may be) from the date of the passing of this Resolution until the conclusion of the next annual general meeting of the Company, and the Directors are permitted to do all acts and things required or permitted to be done in Article 136 of the Articles of Association of the Company.
10. **THAT**, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 Companies Act 2006, to exercise all the powers of the Company to allot equity securities in the capital of the Company and to grant rights to subscribe for, or to convert any security into, equity securities in the Company up to an aggregate nominal amount equal to \$305,151.28.

The authority hereby conferred on the Directors shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution, or the date which falls 15 months after the date on which this Resolution is passed, whichever is the earlier, save that under this authority the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

11. **THAT** the Company adopts the proposed changes to its investment policy, as set out in the circular to Shareholders dated 4 April 2022.

### Special Resolutions

12. **THAT**, subject to the passing of Resolution 10 above, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 Companies Act 2006, to allot equity securities (within the meaning of section 560 Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares, as if section 561(1) Companies Act 2006 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities in connection with an offer of equity securities:

- (a) to holders of ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter.

The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or the date which falls 15 months after the date on which this Resolution is passed, whichever is the earlier, save that the Company may, before such expiry, make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

13. **THAT**, subject to the passing of Resolution 10 above, in addition to the authority granted by Resolution 12, but in substitution for all other subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 Companies Act 2006, to allot equity securities (within the meaning of section 560 Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares, as if section 561(1) Companies Act 2006 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities in connection with an offer of equity securities up to an aggregate nominal amount of \$91,545.

The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or the date which falls 15 months after the date on which this Resolution is passed, whichever is the earlier, save that the Company may, before such expiry, make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

14. **THAT**, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 Companies Act 2006, to make market purchases (within the meaning of section 693(4) Companies Act 2006) of ordinary shares of one penny each in the capital of the Company on such terms and in such manner as the Directors shall from time to time determine, provided that:-

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 13,722,652;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is one cent;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be not more than the higher of (i) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or the date which falls 15 months after the date on which this Resolution 13 is passed, whichever is the earlier (unless previously revoked, varied or renewed by the Company in general meeting prior to such time); and
- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

15. **THAT**, a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 days' notice.

By order of the Board

Yours faithfully



**REUBEN JEFFERY, III**  
Chairman

Registered Office

27-28 Eastcastle Street  
London  
W1W 8DH  
United Kingdom

## NOTES:

1. To have the right to attend and vote at the meeting you must hold shares in the Company and your name must be entered on the share register of the Company in accordance with Note 8 below.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together would collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he or she were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies.
3. To be valid, the relevant instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible and, in any event, not later than 2.00 p.m. (BST) on Monday, 16 May 2022. Alternatively, Shareholders may submit proxies electronically not later than 2.00p.m. (BST) on Monday, 16 May 2022 using the Link Share Portal Service at [www.signalshares.com](http://www.signalshares.com). A Form of Proxy accompanies this Notice. Completion and return of the Form of Proxy will not preclude members from attending and voting at the meeting should they wish to do so.
4. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars. In the case of a member which is an individual the revocation notice must be under the hand of the appointer or his attorney duly authorised in writing or in the case of a member which is a company, the revocation notice must be executed under its common seal or under the hand of an officer of the company or an attorney duly authorised. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority) must be included within the revocation notice.
5. The revocation notice must be received before the time of the holding of the meeting or any adjournment thereof. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
6. Any person receiving a copy of this notice as a person nominated by a member to enjoy information rights under section 146 Companies Act 2006 (a "Nominated Person") should note that the provisions under Notes 2 to 3 above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person had no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.
7. Nominated Persons are reminded that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on the behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
8. The time by which a person must be entered on the share register of the Company in order to have the right to attend and vote at the meeting is close of business on Monday, 16 May 2022. If the Annual General Meeting is adjourned, the time by which a person must be entered on the share register in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned Annual General Meeting. Changes to entries on the share register after such times shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
9. Each Resolution put to the vote at the Annual General Meeting shall be decided by a poll. On a poll, each Shareholder entitled to vote will have one vote per ordinary share held. As at the date of this notice, the Company's issued share capital consisted of 91,545,383 ordinary shares. Therefore, the total voting rights in the Company as at the date of this notice are 91,545,383.
10. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are set out below.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Articles. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK and Ireland Limited’s (“Euroclear”) specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) by 2.00 p.m. (BST) on Monday, 16 May 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST applications host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations, 2001 (as amended).
15. Under section 527 Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
  - (a) the audit of the Company’s accounts (including the Auditor’s report and the conduct of the audit) that are to be laid before the meeting; or
  - (b) any circumstance connected with any Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 Companies Act 2006.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 Companies Act 2006, it must forward the statement to the Company’s Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 Companies Act 2006 to publish on a website.

16. Under sections 338 and 338A Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company;
  - (a) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
  - (b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company’s constitution or otherwise);
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 4 May 2022, being 14 days before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

17. The annual audited financial statements of the Company for the period ended 31 December 2021 are available from the Company’s website [www.riverstonecoi.com](http://www.riverstonecoi.com) with hard copies available upon request from the Company Secretary, Ocorian Administration (UK) Limited (via telephone +44 (0) 28 96 93 0221 or email [Riverstone.UK.Team@ocorian.com](mailto:Riverstone.UK.Team@ocorian.com)).
18. A copy of the Company’s Articles will be available for inspection at the registered office of the Company at 27-28 Eastcastle Street, London, W1W 8DH or otherwise available on request from the Company Secretary from the date of this notice until the time of the meeting.
19. If within thirty minutes from the time appointed for the meeting a quorum is not present, the Annual General Meeting shall stand adjourned for ten clear days at the same time and place or to such other day and at such other time and place as the Board may determine and (subject to Article 59 (a)) no notice of adjournment need be given. At any such adjourned meeting, those Shareholders who are present (in person or by attorney or proxy or, in the case of a corporation Shareholder, by a duly appointed representative) shall be the quorum.



